

1 **SHANNON TAITANO, ESQ.**
2 **OFFICE OF THE GOVERNOR OF GUAM**

3 Ricardo J. Bordallo Governor's Complex
4 Adelup, Guam 96910
Telephone: (671) 472-8931
Facsimile: (671) 477-4826

5 **RODNEY J. JACOB, ESQ.**
6 **DANIEL M. BENJAMIN, ESQ.**
7 **CALVO AND CLARK, LLP**

8 Attorneys at Law
9 655 South Marine Drive, Suite 202
10 Tamuning, Guam 96913
Telephone: (671) 646-9355
Facsimile: (671) 646-9403

11 Attorneys for *Felix P. Camacho, Governor of Guam,*
12 *and the Office of the Governor of Guam*

13 IN THE UNITED STATES DISTRICT COURT
14 DISTRICT OF GUAM

15 JULIE BABAUTA SANTOS, et. al.,

16 Petitioners,

17 -v-

18 FELIX P. CAMACHO, etc., et. al.

19 Respondents.

CIVIL CASE NO. 04-00006

**SECOND REQUEST FOR JUDICIAL
NOTICE**

FILED
DISTRICT COURT OF GUAM

IAN 21 2005 JP

MARY L.M. MORAN
CLERK OF COURT

136

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28
ORIGINAL

1 The Governor of Guam respectfully requests the Court to take judicial notice of
2 the following documents:

3 1. Attached as Exhibit 1 is a true and correct copy of the government records
4 that were provided to the Attorney General's office in response to a request made under the
5 Sunshine Reform Act.

6 2. Attached as Exhibit 2 is a true and correct copy of the proposed legislation
7 that the Attorney General submitted to the Legislature of Guam on January 13, 2005.

8 Pursuant to Federal Rule of Evidence 201(b), a court may take judicial notice of
9 facts that are "capable of accurate and ready determination by resort to sources whose accuracy
10 cannot reasonably be questioned." A "court may judicially notice matters of public record unless
11 the matter is a fact subject to reasonable dispute." *Disabled Rights Action Committee v. Las*
12 *Vegas Events, Inc.*, 375 F.3d 861, 866 n.1 (9th Cir. 2004) (citing *Lee v. City of Los Angeles*, 250
13 F.3d 668, 669 (9th Cir. 2003) and collecting additional authorities); *United States ex rel. Dingle v.*
14 *BioPort Corp.*, 270 F. Supp. 2d 968, 972-73 (W.D. Mich. 2003) (taking judicial notice of
15 materials submitted to Congress); *see also Civil Trials and Evid.* § 8:846 (The Rutter Guide)
16 (collecting authorities) ("Courts may take judicial notice of the official acts of the legislative,
17 executive and judicial departments.").

18 The foregoing documents are matters of public record. That fact is not subject to
19 reasonable dispute. Judicial notice is therefore warranted. *Id.*

20 Dated this 21st day of January, 2005.

21 OFFICE OF THE GOVERNOR OF GUAM
22 CALVO AND CLARK, LLP
23 Attorneys at Law

24 By:

25 
26 DANIEL M. BENJAMIN
27
28

EXHIBIT 1



Office of the Governor of Guam

Adelup, Guam 96932

TEL: (671) 472-8931 • FAX: (671) 477-4826 • EMAIL: gov@guam.gu

Felix Perez Camacho
Governor

Kaleo Scott Moylan
Lieutenant Governor

10 JAN 2005

Stephen A. Cohen
Assistant Attorney General
Office of the Attorney General
Guam Judicial Center, Suite 2-200E
120 West O'Brien Drive
Hagan, Guam 96910

Re: Request for public records under the Sunshine Reform Act of 1999

Dear Mr. Cohen:

Pursuant to your Sunshine Reform Act of 1999 request, please find the following:

1. In response to your request for all contracts, purchase orders, memoranda, executive orders, correspondence, notices and other documents evidencing, relating to and bearing on the hiring of Rawlen MT Mantanona, Esq., attached are documents relating to the procurement of Attorney Rawlen Mantanona. Any other documents requested either do not exist or are not on file with our office.
2. In response to your request for all correspondences in 2004 and 2005 from the Directors of Administration and Revenue and Taxation or their representative to the Attorney General or any Assistant Attorney General regarding the *Santos v. Camacho, et al.*, District Court Civil Case No. 04-00006, the Office of the Governor does not have any documents on file.
3. In response to your request for all correspondence, memoranda, e-mails, and other documents evidencing, bearing-on and relating to any payments of Earned Income Tax Credits by the government to anyone in 2004, 26 U.S.C.A. § 6103 and 5 G.C.A. § 10108(i) precludes the disclosure of any documents, if they exist, relating to this request.
4. In response to your request for all contracts, purchase orders, memoranda, executive orders, correspondence, notices and other documents evidencing, relating to and bearing on the hiring of the law firm of Calvo & Clark, LLP, attached is the amended contract

Hand Delivered 1/10/05

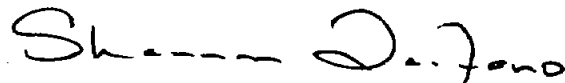
entered into by Calvo & Clark, LLP and the Office of the Governor.

5. In response to your request for all correspondence in 2004 and 2005 from the Governor or any his representatives to the Attorney General or to any Assistant Attorney General regarding any EITC case, attached are letters that are not privileged documents. All other correspondences are confidential and precluded from disclosure pursuant to the attorney client privilege and 5 G.C.A. § 10108(i). Furthermore, the documents requested have already been sent to the Office of the Attorney General.
6. In response to your request for all press releases and press briefing memoranda in 2004 and 2005 bearing-on or relating to the earned income tax credit and any court cases regarding the tax credit, the documents are attached.

Please note that many of your requests covered documents already in the possession of the Attorney General's office. We assume no obligation to provide you with such documents despite having done so in some cases. We also expect that, to the degree such documents are privileged, you continue to observe that privilege. Please also note that we reserve all rights regarding the impropriety of these requests under 5 G.C.A. § 10108, including in that they seek information regarding ongoing litigation, and these responses are made subject to that reservation of rights.

I hope this satisfies your inquiry. If you have any questions, please do not hesitate to contact our office at 472-8931.

Very truly yours,

A handwritten signature in black ink, appearing to read "Shannon Taitano". The signature is fluid and cursive, with the first name "Shannon" written in a larger, more prominent script than the last name "Taitano".

Shannon Taitano



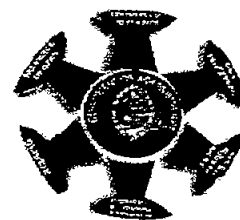
Felix P. Camacho
Governor
Kaleo S. Moylan
Lieutenant Governor

GOVERNMENT OF GUAM
(GUBETNOMENTON GUAHAN)
DEPARTMENT OF ADMINISTRATION
(DIPATTAMENTON ATMENESTRASION)
DIRECTOR'S OFFICE

(Ufisinen Direktot)
Post Office Box 884 • Hagatna, Guam 96932
• Tel (671) 475-1101/1250 • Fax: (671) 477-6788

Nov 15 2004
gpr

November 15, 2004



Lourdes M. Perez
Director
Joseph C. Manibusan
Deputy Director

MEMORANDUM

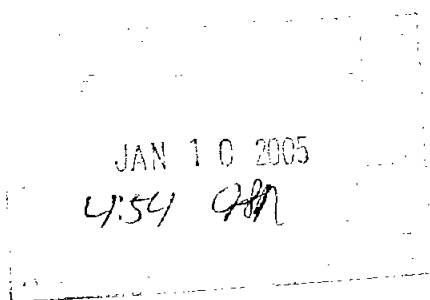
To: Honorable Felix P. Camacho
Governor of Guam

From: Director, Department of Administration
Director, Department of Revenue and Taxation

Lourdes M. Perez
Joseph C. Manibusan

Subject: Certificate of Emergency

We are hereby requesting your approval to seek outside legal counsel to represent the interest of our agency in the Earned Income Tax Credit lawsuit currently before the District Court of Guam. The Attorney General has been derelict in his representation on our behalf in this matter. He has committed this government to an unlawful agreement and exposed us to criminal charges. For these reasons, we need to procure legal services to advise and represent us in this matter.



CERTIFICATE OF EMERGENCY
For Procurement of Legal Services

We, Lourdes M. Perez and Artemio B. Ilagan, certify and declare, under penalty of perjury, the following to be true:

1. We, Director of the Department of Administration and Director of the Department of Revenue and Taxation, have been named as Respondents, along with the Governor of Guam, in District Court Civil Case No. 04-00006;
2. That the case is a class action petition for recovery of earned income tax credit refunds;
3. That the Attorney General of Guam entered into a settlement agreement with the Petitioner on our behalf without consultation, ~~and consent,~~ ^{sup} *co*
4. That subsequent to entering the settlement agreement, the Attorney General of Guam issued an opinion stating that parts of the settlement would expose us to criminal charges;
5. That on November 8, 2004, the Attorney General of Guam filed in District Court a memorandum in response to petitioner's administration plan, etc., without addressing the illegality of the settlement agreement;
6. That because the Attorney General is acting on our behalf without consultation and consent, he has exposed us to contempt proceedings if we do not obey the agreement or criminal charges if we do obey the agreement;
7. That in a letter to the Attorney General, Petitioner threatened contempt proceedings against us;
8. That an emergency procurement of legal services is necessary to advise us on what action we should take and possibly present our position to the court;
9. That the emergency procurement is not being used for the purpose of avoiding the provisions of the Guam Procurement Act which requires solicitation of competitive proposals after public announcement whenever public funds are used to acquire services;
10. As required by the procurement law under emergency conditions, at least three private attorneys or law firms will be contacted informally;
11. We are authorized by the Guam Procurement Act to make this declaration as the head of a purchasing agency for services.

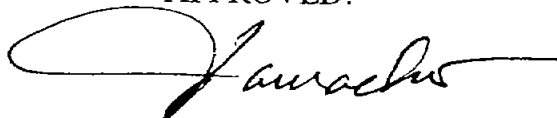

LOURDES M. PEREZ

Director
Department of Administration


ARTEMIO B. ILAGAN

Director
Department of Revenue and Taxation

APPROVED:



FELIX P. CAMACHO
Governor of Guam

Dated: *Nov 15, 2004*



Felix P. Camacho
Governor

Kaleo S. Moylan

Memorandum

GOVERNMENT OF GUAM
(GUBETNOMENTON GUAHAN)
DEPARTMENT OF ADMINISTRATION
(DIPATTAMENTON ATMENESTRASION)
DIRECTOR'S OFFICE

(Ufisinan Direktot)
Post Office Box 884 • Hagatna, Guam 96932
• Tel (671) 475-1101/1250 • Fax: (671) 477-6788



Lourdes M. Perez
Director

Joseph C. Manibusan
Deputy Director

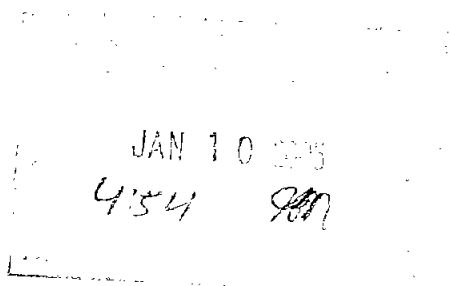
To: Shannon Taitano
Legal Counsel
Office of the Governor

From: Director, Department of Administration *[Signature]*
Director, Department of Revenue and Taxation *[Signature]*

Date: November 15, 2005

Subject: Delegation of Procurement Authority for Legal Representation

We, the Director of the Department of Administration and Director of the Department of Revenue and Taxation, have been named as Respondents, along with the Governor of Guam, in District Court Civil Case No. 04-00006 involving a claim for the Earned Income Tax Credit. For the reasons stated in the attached Certificate of Emergency, I wish to delegate my procurement authority to your office to assist me in securing legal representation in the case.





OFFICE OF THE GOVERNOR
GUAM

MEMORANDUM

Date: 18 November 2004
To: File
From: Shannon Taitano
Subject: Record of Emergency Procurement

Pursuant to the Certificate of Emergency for Procurement of Legal Services for the Directors of Administration and Revenue and Taxation in the District Court Case No. 04-00006 and the delegation of procurement authority, on November 16, 2004, I solicited proposals from the following:

1. Cesar Cabot

At 9:10 a.m., I left a message for him to call my office.

He returned my call soon thereafter and stated he would submit a proposal.

His proposal is attached.

2. William Gavras

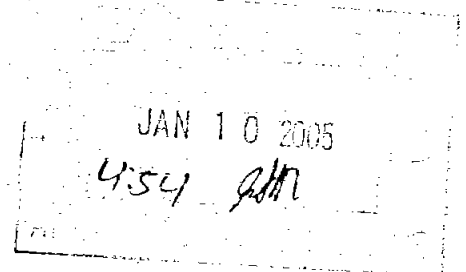
At 9:13 a.m., I left a message for him to call my office.

I did not receive a response from him.

3. Todd Thompson

His partners are off-island. He will have to confer with them before submitting a proposal. He will get back to me no later than tomorrow.

His proposal is attached.



4. Rawlen Mantanona

He stated he would submit a proposal.

His proposal is attached.

On November 18, 2004, I reviewed the proposals with Lou Perez, Art Ilagan, and George Bamba. We determined the following:

1. Rawlen Mantanona submitted the lowest bid.
2. Cesar Cabot submitted the next lowest bid. The panel acknowledged that he was currently working with the Guam Election Commission in a recent lawsuit.
3. The Mair law firm submitted the highest bid. Based on the conflict of interest with DOA, it was decided to consider Mr. Mantanona.

In summary, Mr. Mantanona was selected to represent Lourdes M. Perez and Artemio B. Ilagan in the *Santos v. Camacho, et al.*, District Court Case No. CV04-0006.

MANTANONA
LAW OFFICE
A PROFESSIONAL CORPORATION

Rawlen M.T. Mantanona
- Attorney at Law.

November 16, 2004

VIA FACSIMILE

Shannon Taitano
Governor of Guam
Legal Counsel
(671)477-6666

RE: EITC LAWSUIT PRICE QUOTATION

Dear Ms. Taitano:

I appreciate the call to solicit price quotations of this office in regards to representing the Directors of the Department of Revenue and Taxation and Department of Administration in their individual capacities in the EITC (Earned Income Tax Credit) Lawsuit. This office has had a policy of offering the Government of Guam legal services at a price of one hundred twenty five (\$125.00) for non-litigation matters. In litigation matters, this office will represent the above stated parties at the rate of one hundred fifty dollars (\$150.00) per hour.

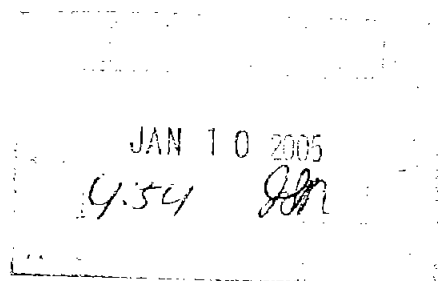
Sincerely,

MANTANONA LAW OFFICE



RAWLEN M T MANTANONA, a duly
Licensed employee.

RM/p



GCIC Building, Suite 601B 414 West Soledad Avenue Hogaña, Guam 96910

Telephone 671 472-3666 Facsimile 671 472-3668 Email rmlaw@guam.net

shannon taitano

From: "Randall Todd Thompson" <Thompson@mmstlaw.com>
To: "shannon j. taitano governor's legal office" <staitano@mail.gov.gu>
Cc: <Guammairs@aol.com>
Sent: Wednesday, November 17, 2004 11:40 AM
Subject: EITC lawsuit (emergency procurement)

Dear Shannon:

Thank you for requesting a proposal from our firm for legal representation of the Directors of Revenue & Taxation and the Department of Administration in the new EITC lawsuit. Because of the emergency nature of this procurement and your request for an immediate response, we are responding summarily and informally via email. We would be pleased to supply additional details and documentation upon your request.

Subject to examination of the complaint in the action and waiver of a potential conflict of interest, we would be pleased to accept the appointment under the following terms:

1. Our hourly professional fees would be \$175.00 for partners of the firm and \$150.00 for Associates.
2. Costs and filing fees would be borne by the client.
3. We would require a retainer of \$2,500.00, against which we would bill upon commencing work. Any unused portion of the retainer would be refunded. Thereafter we would bill monthly for services rendered.
4. We disclose that we represent PacifiCare Asia Pacific against the Government of Guam in litigation concerning PacifiCare's withdrawal from the GovGuam insurance contract. DoA is the line agency which has been involved in that litigation. The Director of DoA was not a party to any of that litigation. However, because the Director was a key actor in that case on behalf of GovGuam we believe it would be prudent for us to seek a written waiver of conflict from the DoA Director as well as PacifiCare before undertaking to represent the Director in the EITC litigation.
5. Pursuant to Guam law we would require a written fee agreement.
6. Finally, we need to examine the complaint in order to ascertain whether there might be any other potential conflicts. Can you please fax me a copy at 477-5206.

Please contact me if you require anything further concerning this matter.

Warm regards,

R. Todd Thompson

ATTORNEYS:

Cesar C. Cabot

David W. Hopkins

Of Counsel
Raymond C. Wagner

Law Offices of
CESAR C. CABOT, P.C.

A Professional Law Corporation

BankPacific Building, Second Floor • 825 South Marine Corp. Drive • Tamuning, Guam 96913

TELEPHONE: (671) 646-2001 • FACSIMILE: (671) 646-0777

E-mail: mail@cabotlaw.com

November 16, 2004

VIA FACSIMILE NO.: (671) 477-6666 and HAND DELIVERY

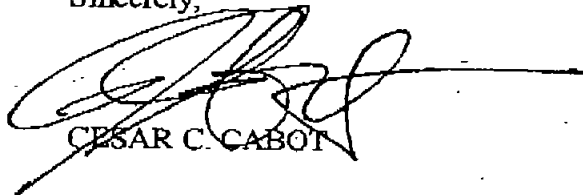
Shannon J. Taitano, Esq.
Office of the Governor
Governor Ricardo J. Bordallo Complex
Adelup, Guam 96910

Re: Request for Proposal: Legal Services Involving EITC Lawsuit

Dear Ms. Taitano:

Please allow the Cabot Law Offices to present a proposal for legal representation involving the EITC Lawsuit. We understand that this would involve representing the Director of Revenue & Taxation or the Director of the Department of Administration, if the need arises. My office would be interested in providing legal services involving the EITC matter at the rate of \$145.00 per hour. The primary counsel handling the matter shall be myself, with the alternate counsel being David W. Hopkins, an Associate with my office with over eighteen (18) years legal experience. Copies of our resumes are attached for your information and files. I trust that you will find this proposal in order. If you require additional information or have any questions, please feel free to contact me.

Sincerely,



CESAR C. CABOT

CCC:me

cc: David W. Hopkins, Esq.

L047232.CCC

CESAR C. CABOT

Attorney-at-Law

Law Offices of Cesar C. Cabot, P.C.
BankPacific Building, Second Floor
825 South Marine Corps Drive
Tamuning, Guam 96913

Education:

Doctor of Jurisprudence, May 1988

School of Law

University of Oregon

Eugene, Oregon

*Licensed to practice in Guam, CNMI and the State of Hawaii

BA. in Business Administration, May 1985

(Major in Accounting, Minor in Management)

University of Guam

Mangilao, Guam

Employment:

September 1997 - Present

Law Offices of Cesar C. Cabot, P.C.

Partner

Tamuning, Guam

June 1993 to August 1997

Law Offices of Cabot, Perez & Mantanona

Partner

Tamuning, Guam

August 1992 to May 1993

Law Offices of Taitano, Perez & Cabot

Partner

Agana, Guam and Garapan, Saipan CNMI

January 1991 to June 1992

Law Office of Carbullido & Pipes, P.C.

Associate Partner

Upper Tumon, Guam

Cesar C. Cabot Resume

Page 2 of 3

January 1989 to January 1991
Assistant Public Defender
Public Defender Service Corporation
Agana, Guam

August - December 1988
Assistant Attorney General
Civil Litigation Division
Office of the Attorney General
Agana, Guam

September 1987 - May 1988
Attorney
Lane County Public Defender's Office
Eugene, Oregon

May-August 1987
Law Clerk
Public Defender Service Corporation
Agana, Guam

May-August 1986
Law Clerk
Superior Court of Guam
Agana, Guam

May-August 1984
Purchasing Assistant
Mobil International Corporation
Cabras Island, Guam

May-September 1983
Accounting Clerk
N. Oscar Miyashita, CPA
Agana, Guam

Activities:

Guam Bar Association
Guam Bar Association Ethics Committee 1991 - 1995
American Bar Association
CNMI Bar Association
State of Hawaii Bar Association

Cesar C. Cabot Resume

Page 3 of 3

American Trial Lawyers Association
Legal Counsel, Guam Community College
Legal Counsel, Guam Election Commission
Former Legal Counsel, Guam Board of Accountancy
Former Legal Counsel, Guam Youth Congress
Former Legal Litigation Counsel, University of Guam
Real Estate Broker
Guam Accountants Association
Secretary, Asia Pacific Motors (Guam) Corporation
Director, GEO-Pacific Corporation
Legal Counsel, Federation of Asian People
Legal Counsel, Filipino Community of Guam
Member, Ilocos Sur Families Association
Member, Pampangueno Family Association
Member, K.O.L.G. Radio Station, Board of Directors, Arch Diocese of Agaña
Mock Trial Coach, George Washington Sr. High School, 1989-1994
University of Oregon Mock Trial Team, 1987-1988
Latte Jaycees, Guam Branch

DAVID W. HOPKINS

Attorney-at-Law
Law Offices of Cesar C. Cabot, P.C.
BankPacific Building, Second Floor
825 South Marine Drive
Tamuning, Guam 96913

Education:

Doctor of Jurisprudence, 1983
Washington College of Law - American University
Washington, DC

BA. in Education and English Majors - High Distinction and Class Honors 1980
University of Michigan-Dearborn
Dearborn, MI

Employment:

February 2002 to Present
Law Offices of Cesar C. Cabot, P.C.
Associate

August 1997 to January 2002
Law Offices of Horecky & Associates
Hagatna, Guam
Senior Associate

April 1994 - August 1997
Law Offices of Del Priore & Associates, P.C.
Hagatna, Guam
Senior Associate

June 1995 - Present
Naval Reserve Volunteer Training Unit 3006, Guam, on Inactive Duty
Commanding Officer (previously Executive Officer, Command Judge Advocate, and
Administrative Officer)

October 1991 - January 1994
U. S. Naval Air Station, Agana, Guam, on Active Duty
Command Judge Advocate

David W. Hopkins Resume
Page 2 of 2

October 1988 - October 1991

Naval Legal Service Office Detachment, Orlando, FL, on Active Duty

January 1986 - June 1988

General Practice Attorney and Consultant
Detroit, MI

BAR ADMISSIONS:

- Guam
- Commonwealth of Northern Mariana Islands
- Supreme Court of the United States
- Ninth Circuit Court of Appeals
- Guam District Court
- District of Columbia
- Michigan
- Eastern District of Michigan
- Federal Circuit Court of Appeals
- Circuit Court of Military Appeals

ATTORNEYS:

Cesar C. Cabot

David W. Hopkins

Law Offices

CESAR C. CABOT, P.C.

Including A Professional Law Corporation

BankPacific Building, Second Floor • 825 South Marine Corps Drive • Tamuning, Guam 96913

TELEPHONE: (671) 646-2001 • FACSIMILE: (671) 646-0777

FACSIMILE COVER SHEET

TO: Shannon J. Taitano, Esq.

FACSIMILE #: (671) 477-6666

FROM: Cesar C. Cabot, Esq.

DATE: November 16, 2004

CLIENT/

MATTER: Request for Proposal

NO. OF PAGES INCLUDING THIS TRANSMITTAL SHEET: 7 Page(s)

COMMENTS: Please find the following for your information and files:

Attached please find copy of letter of even date with attachments for your information and files.

Original [will/will not] follow.

The information contained in this facsimile message is information protected by attorney-client and/or the attorney/work product privilege. It is intended only for the use of the individual named above and the privileges are not waived by virtue of this having been sent by facsimile. If the person actually receiving this facsimile or any other reader of the facsimile is not the named recipient or the employee or agent responsible to deliver it to the named recipient, any use, dissemination, distribution, or copying of the communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via U.S. Postal Service.

Please contact Marie at 646-2001 if this transmission is incomplete or illegible.
Si Yu'os Ma'ase



Office of the Governor of Guam

P.O. Box 2950 Hagåtña, Guam 96932

TEL: (671) 472-8931 • FAX: (671) 477-4826 • EMAIL: governor@mail.gov.gu

Felix Perez Camacho
Governor

Kaleo Scott Moylan
Lieutenant Governor

19 NOV 2004

Rawlen M.T. Mantanona
Attorney at Law
Mantanona Law Office
GCIC Bldg, Ste. 601B
414 W. Soledad Ave.
Hagåtña, Guam 96910

Re: *Santos v. Camacho et al.*, District Court Case No. CV04-0006

Dear Mr. Mantanona:

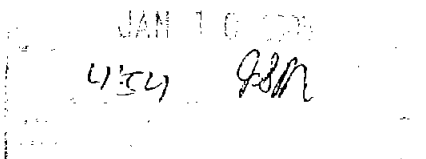
I am writing to inform you that you have been selected to represent Artemio B. Ilagan and Lourdes M. Perez in the above-captioned case pursuant to the certificate of emergency for procurement of legal services.

Thank you for your willingness to undertake this representation.

Sincerely,

Shannon Taitano

11/26/04





Office of the Governor of Guam

P.O. Box 2950 Hagåtña, Guam 96932

TEL: (671) 472-8931 • FAX: (671) 477-4826 • EMAIL: governor@mail.gov.gu

Felix Perez Camacho

Governor

Kaleo Scott Moylan

Lieutenant Governor

19 NOV 2004

Cesar C. Cabot, Esq.
Law Offices of Cesar C. Cabot, P.C.
BankPacific Bldg., Second Floor
825 South Marine Corps Dr.
Tamuning, GU 96913

Re: *Santos v. Camacho et al.*, District Court Case No. CV04-0006

Dear Mr. Cabot:

Thank you for submitting your proposal to provide legal services to Artemio B. Ilagan and Lourdes M. Perez in the above-captioned case pursuant to a certificate of emergency. Your firm submitted an impressive proposal; regretfully however, your firm was not selected.

Again, thank you for your interest in serving the government through legal services. If you have any questions, please feel free to contact me at 472-9203.

Sincerely,

Shannon Taitano

RECEIVED
Law Office of
Cesar C. Cabot, P. C.
Date: 26/11/04
Time: 10:45
Initials: SC

4:54 JLN



Office of the Governor of Guam

P.O. Box 2950 Hagåtña, Guam 96932

TEL: (671) 472-8931 • FAX: (671) 477-4826 • EMAIL: governor@mail.gov.gu

Felix Perez Camacho
Governor

Kaleo Scott Moylan
Lieutenant Governor

Randall Todd Thompson, Esq.
Mair, Mair, Spade & Thompson, P.C.
238 A.F.C. Flores Street
Suite 801, Pacific News Bldg.
Hagatna, Guam 96910

19 NOV 2004

Re: *Santos v. Camacho et al.*, District Court Case No. CV04-0006

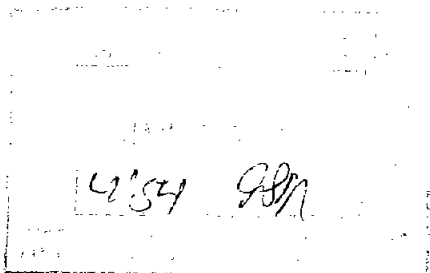
Dear Mr. Thompson:

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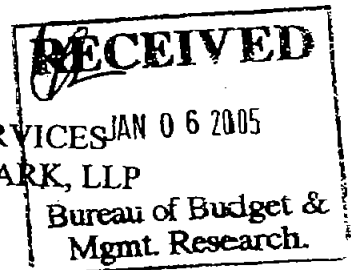
Again, thank you for your interest in serving the government through legal services. If you have any questions, please feel free to contact me at 472-9203.

Sincerely,

Shannon Taitano



AMENDMENT TO THE AGREEMENT FOR PROFESSIONAL SERVICES
BETWEEN THE GOVERNMENT OF GUAM AND CALVO AND CLARK, LLP
(CONFLICTS COUNSEL AGREEMENT)



This amendment to the Agreement for Professional Services is made by and between the OFFICE OF THE GOVERNOR (hereinafter called the "Government" or the "Office of the Governor") and CALVO AND CLARK, LLP, ATTORNEYS AT LAW ("Attorney"), pursuant to the following:

WITNESSETH

WHEREAS, the Office of the Governor and Attorney entered into an Agreement for Professional Services ("Agreement") pursuant to Request for Proposal 2003-001; and

WHEREAS, both parties desire to amend the Agreement as stated below;

THEREFORE, the parties agree to amend the Agreement as follows:

A. SECTION I, PURPOSE, to read:

Attorney agrees to provide general legal services to the Office of the Governor in the capacity as conflicts counsel on the following matters:

1. In Re: REQUEST OF GOVERNOR FELIX P. CAMACHO RELATIVE TO THE INTERPRETATION AND APPLICATION OF SECTION 11 OF THE ORGANIC ACT OF GUAM, before the Supreme Court of Guam, Case No. CRQ03-001 and before the Ninth Circuit Court of Appeals C.A. Case No. 03-72836.
2. FELIX P. CAMACHO, as Governor of Guam, Petitioner, v. the Superior Court of Guam, Respondent, v. DOUGLAS B. MOYLAN, as Attorney General of Guam, Real Party in Interest, Supreme Court Case No. WRP03-005 and, DOUGLAS B. MOYLAN, Petitioner, v. FELIX P. CAMACHO, as Governor of Guam, Respondent, Superior Court Case No. SP0230-03.
3. In Re: REQUEST OF GOVERNOR FELIX P. CAMACHO RELATIVE TO THE INTERPRETATION AND APPLICATION OF §§ 6 AND 9 OF THE ORGANIC ACT OF GUAM, before the Supreme Court of Guam, Case No. CRQ04-01 and, KALEO S. MOYLAN, *I Segundu Na Maga'lahren Guahan*, and the OFFICE OF *I SEGUNDU NA MAGA'LAHEN GUAHAN*, Petitioners, vs. FELIX P. CAMACHO, *I Maga'lahren Guahan*, and LOURDES M. PEREZ, Director of Administration, Superior Court Case No. SP0084-04.

4. DOUGLAS B. MOYLAN, as Attorney General of Guam, Petitioner, vs. FELIX P. CAMACHO, as Governor of Guam, and YASELA PEREIRA, as Treasurer of Guam, Respondents, Superior Court Case No. SP0106-04.
5. THE GOVERNMENT OF GUAM, by and through the ATTORNEY GENERAL OF GUAM, v. FELIX P. CAMACHO, in his official capacity as Governor of Guam, District Court Case No. 04-00035.
6. CHARMAINE R. TORRES, on behalf of herself and a class of others similarly situated, v. GOVERNMENT OF GUAM; FELIX P. CAMACHO, Governor of Guam; ARTEMIO B. ILAGAN, Director of the Guam Department of Revenue and Taxation; LOURDES M. PEREZ, Director of the Guam Department of Administration; and DOUGLAS B. MOYLAN, Attorney General of Guam, District Court Case No. 04-00038.
7. LOURDES P. AGUON-SCHULTE, v. THE GUAM ELECTION COMMISSION, GERALD A. TAITANO, in his individual capacity and in his official capacity as the Executive Director of THE GUAM ELECTION COMMISSION, I MINA BENTE SIETE NA LIHESLATURAN GUAHAN (The 27th Guam Legislature); FELIX P. CAMACHO, in his official capacity as the GOVERNOR OF GUAM, District Court Case No. 04-00045 (Superior Court of Guam Civil Case No. CV1103-04)
8. JAY MERRILL, on his own behalf and on behalf of all other similarly situated voters desirous of casting a vote in favor of Proposal A at a fair and legal election, v. THE GUAM ELECTION COMMISSION, GERALD A. TAITANO, in his official capacity as the Executive Director of THE GUAM ELECTION COMMISSION, I MINA BENTE SIETE NA LIHESLATURAN GUAHAN (The 27th Guam Legislature); FELIX P. CAMACHO, in his official capacity as the GOVERNOR OF GUAM, District Court Case No. 04-00046 (Superior Court of Guam Civil Case No. CV1111-04)
9. JULIE BABAUTA SANTOS, individually, and on behalf of all those similarly situated, v. FELIX P. CAMACHO, Governor of Guam, ART ILAGAN, Director of Department of Revenue and Taxation, LOURDES M. PEREZ, Director of Department of Administration, DOUGLAS B. MOYLAN, Attorney General and GOVERNMENT OF GUAM, District Court Case No 04-00006

B. SECTION XIII. GOVERNMENT NOT LIABLE

1. The Government assumes no liability for any accident or injury that may occur to attorney, his or her agents, dependents, or personal property while enroute to or from this territory or during any travel mandated by the terms of this agreement.

2. The Government shall not be liable to Attorney for any work performed under this agreement by Attorney that is beyond the scope of the Purpose of this agreement and prior to the respective commencement date of each the above actions. Attorney hereby expressly waives any and all claims against the Government for services performed prior to the effective date of this Agreement in expectation of this Agreement.

The Government and Attorney agree that this amendment to the Agreement shall be effective April 7, 2004, and shall remain in effect for an indefinite period, unless terminated as provided in Section XIV of the Agreement.

WHEREAS, all other provisions of the Agreement earlier entered into shall remain the same; and

IN WITNESS THEREOF, the parties hereto have executed this amendment to the Agreement on the dates indicated by their respective names:

CALVO AND CLARK, LLP

OFFICE OF THE GOVERNOR

By: Arthur B. Clark
Arthur B. Clark
Partner

By: Shannon Taitano
Shannon Taitano
Authorized Representative

Date: January 6, 2005

Date: Jan 6 05

CERTIFIED FUNDS AVAILABLE:
Account No. : 5100A040200GA001-230
Amount: (no change from original)

APPROVED:

By: _____
Jose S. Calvo
Certifying Officer

By: _____
Carlos P. Bordallo
Acting Director, BBMR

Date: _____

Date: _____